# **EXHIBIT 8**

Form 5500

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

 Complete all entries in accordance with the instructions to the Form 5500. 84043274 209 03 0001 Official Use Only ONE Nos. 1210 - 0110 1210 - 0089

2003

This Form is Open to Public Inspection.

Part I Annual Report Identification Information	
For the calendar plan year 2003 or fiscal plan year beginning and e	ending
	ultiple-employer plan; or
(2) A single-employer plan (other than a (4) a DF	FE (specify)
multiple-employer plan);	
(2) an amended return/report; (4) a short the plan is a collectively-bargained plan, check here	final return/report filed for the plan; ort plan year return/report (less than 12 months).
D If filing under an extension of time or the DFVC program, check box and attach required information. (s	see instructions)
Part II Basic Plan Information enter all requested information.	
12 Name of plan	1b Three-digit
M&T BANK CORPORATION RETIREMENT SAVINGS PLAN	plan number (PN)  004  1c Effective date of plan (mo., day, yr.) 04/01/1986
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)	2b Employer Identification Number (EIN) 16-0538020
MANUFACTURERS AND TRADERS TRUST CO	2c Sponsor's telephone number 716-842-5872
MANUFACTURERS AND TRADERS TRUST CO	2d Business code (see instructions)
EMPLOYEE BENEFIT PLAN COMITTEE	
ONE M&T PLAZA	
BUFFALO NY 14203-2301	
Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable	cause is established.
Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including as the electronic version of this return/report if it is being filled electronically, and to the best of my knowledge and belief, it is true, conec	ng accompanying schedules, statements and attachments, as well
SIGN ALLOW V.P. 10/15/04 Norber	+ H. Remus N.P.
Signature of plan administrator Date Type or print name of in	ndividual signing as plan administrator
HERE SUP. COUNTY Worke	rt H. Remus L.P.
Signature of employer/plan sponsor/DFE Date Type or print name of Individual sign	ing as employer, plan sponsor or DFE
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 55	500. v6.1 Form <b>5500</b> (2003)

# HABIB0000474

## MAT BANK CORPORATION RETIREMENT SAVINGS PLAN AND TRUST

Name and title of lamus	Number of shares or principal smount	Pair value	
Common stock			
Pinancial:			
MST Bank Corporation*	2,689,693	\$ 264,396,822	
Mutual fund investments			
Pederated Institutional Prime Obligations Fund	6,722,552	6,722,552	
Goldman Sachs Growth Opportunities Fund**	229,507	4,374,403	
Marbor Capital Advisors, Inc. Capital Appreciation Fund	479,425	12,616,475	
Harbor Capital Advisors, Inc. International Pund	450,565	16,576,285	
Janus Distibutors LLC Small Cap Value Pund	666,538	20,722,678	
HTR Group of Punds International Equity Fund***	291,749	2,821,215	
478 Group of Funds Large-Cap Stock Fund	1,097,302	9,996,424	
HTB Group of Funds Large-Cap Value Fund	599,979	6,305,778	
ITB Group of Punda Mid-Cap Stock Fund	2,751,914	42,076,764	
TR Group of Punds Prime Money Market Pund	38,962,044	38,962,044	
TB Group of Punds Small-Cap Stock Pund***	1,174,272	11,026,414	
ITB Group of Punds U.S. Government Bond Fund	2,054,091	19,801.436	
the Vanguard Inc. Balanced Index Fund	666,541	12,177.710	
The Vanguard Inc. Institutional Index Fund***	. 337,576	34,358,444	
		238,540.622	
Loans to participants			
8.00%-10.50%, fully secured by vested			
benefits, due 2004 through 2008	\$ 8,430,591	8,430,591	
Total investments		\$ 511,368,035	

- See note 5 of notes to financial statements.
- \*\* Effective March 1, 2004, participants' investments in the Goldman Sachs Growth Opportunities Fund were redected and the proceeds were invested in the MTB Group of Funds Mid-Cap Stock Fund.
- \*\*\* Effective March 1, 2004, the following investment options were discontinued, the related investments redeemed and the proceeds invested in shares of the new investment options, as indicated below:

### Discontinued investment option

Harbor Capital Advisors. Inc. Capital Appreciation Fund Marbor Capital Advisors, Inc. International Fund Janus Distibutors LLC Small Cap Value Fund HTB Group of Funds International Equity Fund HTB Group of Funds Small-Cap Stock Fund The Vanguard Inc. Balanced Index Fund The Vanguard Inc. Institutional Index Fund

#### New investment option

T. Rowe Price Associates, Inc. Growth Stock Fund Templeton Funds. Inc. Foreign Fund T. Rowe Price Associates, Inc. Small-Cap Value Fund Templeton Funds, Inc. Foreign Fund MTB Group of Funds Small-Cap Growth Fund T. Rowe Price Associates, Inc. Salanced 'und T. Rowe Price Associates, Inc. Equity Infex Trust

